

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF HAWAII

WAYNE BERRY,)	CIVIL NO. 07-00172 JMS LEK
)	
Plaintiff,)	DECLARATION OF MICHAEL E.
)	BAUMANN
vs.)	
)	
DEUTSCHE BANK TRUST)	
COMPANY AMERICAS (FKA)	
BANKERS TRUST COMPANY), et)	
al.,)	
)	
Defendants.)	
_____)	

DECLARATION OF MICHAEL E. BAUMANN

I, MICHAEL E. BAUMANN, under penalty of perjury state as follows:

1. I am a partner of the law firm of Kirkland & Ellis, LLP. My office is located at 777 South Figueroa Street, Los Angeles, California 90017. My telephone number is (213) 680-8400.

2. I hereby seek admission Pro Hac Vice to represent Defendants DEUTSCHE BANK TRUST COMPANY AMERICAS (FKA BANKERS TRUST COMPANY) and JP MORGAN CHASE BANK in their separate capacities and as agents for the pre and post-petition lenders of Fleming Companies, Inc. before this Court with respect to Civil No. 07-00172 JMS LEK as counsel with Lyle S.

Hosoda and his law firm, Lyle S. Hosoda & Associates, LLC, 345 Queen Street, Suite 804, Honolulu, Hawaii, 96813, in said case.

3. I reside within the County of Los Angeles, State of California, and do not reside or maintain an address within the State of Hawaii.

4. I am neither a resident of the State of Hawaii, regularly employed in Hawaii, nor regularly engaged in any business or professional activities in Hawaii.

5. I am a member of good standing of the bar of the State of California.

6. I am presently in good standing to practice before all of the courts to which I have been admitted, and no disciplinary action or grievance proceedings have been filed or are pending against me.

7. The following are all of the state courts before which I am admitted to practice.

a. I was admitted to practice in California on January 31, 1990.

b. I was admitted to practice in the District of Columbia on December 19, 1980.

8. The following are all of the federal courts before which I am admitted to practice.

- a. United States District Court, Central District of California;
- b. United States District Court, Northern District of California;
- c. United States District Court, Southern District of California;
- d. United States District Court, District of Connecticut;
- e. United States District Court, District of Maryland;
- f. United States Court of Appeals, 9th Circuit;
- g. United States Court of Appeals, 5th Circuit;
- h. United States Court of Appeals, 2nd Circuit;
- I. United States Court of Appeals, 10th Circuit;

9. I have applied within the year preceding the current application for Pro Hac Vice status in this Court. I applied for Pro Hac Vice status on February 3, 2006 in Civil No. 03-00385 SOM LEK. My application was granted on February 6, 2006.

10. I have never been subject to any discipline by any court, administrative body, or other tribunal.

11. Lyle S. Hosoda of Lyle S. Hosoda & Associates, LLC, 345 Queen Street, Suite 804, Honolulu, Hawaii 96813, telephone number (808) 524-3700, is a member of this bar of this Court with whom the Court and opposing counsel may readily communicate concerning this action and upon whom service

may be made of papers in this action in accordance with the Federal Rules of Civil Procedure.

12. At all times, Lyle S. Hosoda, or a member of his firm who is also a member of the bar of this Court, shall participate meaningfully, substantially, and continuously in the preparation of this case with the authority and responsibility to act as attorneys of record for all purposes.

13. Any document required or permitted to be served upon an attorney for the Defendants in this action may be served upon Lyle S. Hosoda, Esq., and such service shall be deemed proper and effective to the fullest extent provided by the Federal Rules of Civil Procedure.

14. I have read and familiarized myself with the Local Rules of Practice of the United States District Court for the District of Hawaii to give meaningful assistance as co-counsel of record for the Defendants in this action.

15. I consent to the exercise of disciplinary jurisdiction of this Court and I certify that I will make myself familiar with the Local Rules of Practice applicable to this action.

16. My background and experience, supported by the assistance of Lyle S. Hosoda & Associates, LLC, would assist in the representation of the Defendants in this case.

I declare under penalty of perjury that the foregoing is true and correct.

DATED: Los Angeles, California, June 1, 2007.

/s/ Michael E. Baumann
MICHAEL E. BAUMANN (Cal. Bar. No. 145830)
Of the Firm
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